



Bylaws of

West Virginia Middle School All-State Band

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Articles of Incorporation of West Virginia Middle School All-State Band. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 - NAME

The legal name of the Corporation/Organization shall be known as West Virginia Middle School All-State Band and shall herein be referred to as the "Corporation/Organization."

ARTICLE 2 - PURPOSE

The general purposes for which this Corporation/Organization has been established are as follows: The purpose for which the Corporation/Organization is formed is set forth in the attached Articles of Incorporation. The Corporation/Organization shall be operated exclusively for/to the purpose of the West Virginia Middle School All-State Band shall be for the advancement of band music education in West Virginia.

In addition, this Corporation/Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation/Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary purposes.

The Corporation/Organization shall hold and may exercise all such powers as may be conferred upon any organization by the laws of the State of West Virginia and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation/Organization.

ARTICLE 3 - OFFICES

The principal office of the Corporation/Organization shall be located at 39 Golden Bear Dr, New Cumberland, West Virginia 26047.

The Corporation/Organization may have other such offices as the Governing Committee may determine or deem necessary, or as the affairs of the Corporation/Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE 4 - DEDICATION OF ASSETS

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for music education purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to music education purposes.

ARTICLE 5 - GOVERNING COMMITTEE

General Powers and Responsibilities

The Corporation/Organization shall be governed by a Committee which shall establish policies and directives governing business and programs of the Corporation/Organization and shall delegate to the Chairperson(s) and Corporation/Organization staff, subject to the provisions of these Bylaws, authority, and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Governing Committee shall have up to four (4) members, but no fewer than three (3) committee members. The number of members may be increased beyond 3 members by the affirmative vote of a simple majority of the then-serving committee. A Committee member need not be a resident of the State of West Virginia.

In addition to the regular membership of the committee representatives of such other organizations or individuals as the Committee may deem advisable to elect shall be Ex-Officio Members, which will have the same rights and obligations, including voting power, as the other members.

Committee Compensation

The Committee shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Committee Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Committee member from serving the Corporation/Organization in any other capacity and receiving compensation for services rendered.

Elections

The Governance Committee, if created, shall present nomination for new and renewing Committee members at the Bandmasters General meeting during the annual conference. Recommendations from the Governance Committee shall be made known to the Committee in writing before nominations are made and voted on. New and renewing Committee members shall be approved by simple majority of those Committee members at a Committee meeting at which a quorum is present. If no Governance Committee is created, then this duty shall fall upon another committee created for that purpose or upon the Governing Committee.

Term of Committee

All appointments to the Governing Committee shall be for a term of two 2 years. No person shall serve more than 10 consecutive terms unless a majority of the Committee, during the course of a Committee meeting at which a quorum is present, votes to appoint a Committee member to 2 additional years. No person shall serve more than 30 consecutive years. After serving the maximum total number of consecutive years on the Committee, a member may be eligible for reconsideration as a committee member after 1 year has passed since the conclusion of such Committee member's service.

Vacancies

A vacancy on the Committee may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director.
- b) The declaration by resolution of the Committee of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Committee, or a total of 4 meetings of the Committee during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meetings of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Governing Committee, by way of affirmative vote of a majority of the members then currently in office, may remove any member without cause at any regular or special meeting, provided that the member to be removed has been notified in writing in the manner set forth in Article 5 – Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any member may resign effective upon giving written notice to the chair of the Committee, the president of Corporation/Organization, the secretary of Corporation/Organization, or the Governing Committee, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of West Virginia is first notified, no director may resign when the Corporation/Organization would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Governing Committee may be filled by simple majority of the members then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any member before that member's term of office expires. A member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each member shall have the right to resign at any time upon written notice thereof to the Chair of the Committee, Secretary of the Committee, or the Governing Committee. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A member may be removed, with or without cause, at any duly constituted meeting of the Governing Committee, by the affirmative vote of a two-thirds majority of then-serving members.

Meetings

The Committee's regular meetings may be held at such time and place as shall be determined by the Governing Committee. The Chair of the Committee or any 2 regular members may call a special meeting of the Governing Committee with 1 days' written notice provided to each member of the Committee. The notice shall be served upon each member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Committee may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meetings of the Governing Committee.

Minutes

The Secretary shall be responsible for the recording of all minutes of each meeting of the Governing Committee in which business shall be transacted in such order as the Committee may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Committee shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization to be placed in the minute books. A copy of the minutes shall be delivered to each member via either regular mail, hand delivered, emailed, or faxed within 7 business days after the close of each Committee meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Committee, or any action that may be taken at a meeting of the Committee, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Committee members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Corporation/Organization and shall have the same force and effect as a vote of the Committee taken at an actual meeting. The members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Governing Committee, the presence of 2 persons shall constitute a quorum for the transaction of business. If at any time the Committee consists of an even number of members and a vote result in a tie, then the vote of the Chair of the Committee shall be the deciding vote. The act of the majority of the members serving on the Committee and present at a meeting in which there is a quorum shall be the act of the Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a member shall be considered present at any meeting of the Committee if during the meeting he or she is present via telephone or web conferencing with the other members participating in the meeting.

Voting

Each member shall only have one vote.

Proxy

Members of the Governing Committee shall be allowed to vote by written proxy.

Member Attendance

An elected Member who is absent from 3 consecutive regular meetings of the Committee during a fiscal year shall be encouraged to reevaluate with the Chair of the Committee his/her commitment to the Corporation/Organization. The Committee may deem a member who has missed 3 consecutive meetings without such a reevaluation with the Chair, to have resigned from the Committee.

ARTICLE 6 - OFFICERS

Officers and Duties

The Governing Committee shall elect officers of the Corporation/Organization as defined in Articles of Incorporation or by Committee resolution but in no case less than 1 officer to prepare minutes of the directors' and members' meetings and authenticate the records of the Corporation/Organization. The same person may hold any number of offices. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Governing Committee, and they shall perform any other such additional duties which the Committee may assign to them at their discretion.

The officers will be selected by the Committee at its annual meeting and shall serve the needs of the Committee subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Committee. All officers have the right to resign at any time by providing notice in writing to the Chair of the Committee and/or Secretary of the Corporation/Organization, without bias or predisposition to all rights, if any, of the Corporation/Organization under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is

received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

All vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance with the herein prescribed Bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Governing Committee.

Committee Chairperson (Chief Executive Officer)

It shall be the responsibility of the Chairperson, when present, to preside over all meetings of the of Governing Committee. The Chair of the Committee is authorized to execute, in the name of the Corporation/Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Committee to be executed by the Corporation/Organization, except when required by law that the Chairperson's signature must be provided.

It shall be the responsibility of the Chairperson, in general, to supervise and conduct all activities and operations of the Corporation/Organization, subject to the control, advice and consent of the Governing Committee. The Chairperson shall keep the Governing Committee completely informed, shall freely consult with them in relation to all activities of the Corporation/Organization, and shall see that all orders and/or resolutions of the Committee are carried out to the effect intended. The Governing Committee may place the Chairperson under a contract of employment where appropriate. The Chairperson shall be empowered to act, speak for, or otherwise represent the Corporation/Organization between meetings of the Committee. The Chairperson, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation/Organization, to execute in the name of the Corporation/Organization all contracts and other documents authorized either generally or specifically by the Governing Committee to be executed by the Corporation/Organization, and to negotiate any and all material business transactions of the Corporation/Organization.

Treasurer (Chief Financial Officer)

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation/Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Governing Committee. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation/Organization, as may be ordered by the Governing Committee, and shall render to the Chair of the Committee, and members, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation/Organization.

The Treasurer shall give the Corporation/Organization a bond, if so requested and required by the Governing Committee, in the amount and with the surety or sureties specified by the Governing Committee for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation/Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation/Organization shall pay the cost of such a bond.

ARTICLE 7 - COMMITTEES

Committees of Directors

The Governing Committee may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Governing Committee, to the extent of the powers specifically delegated in the resolution of the Governing Committee or in these Bylaws. Each such committee shall consist of at least two (2) directors and may also include persons who are not on the Governing Committee but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Governing Committee may not have any non-director members. The Governing Committee may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Governing Committee may also designate one or more advisory committees that do not have the authority of the Governing Committee. However, no committee, regardless of Governing Committee resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Governing Committee if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Governing Committee or any committee that has the authority of the Governing Committee.
- c) Fix compensation of the directors serving on the Governing Committee or on any committee.
- d) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws.
- e) Amend or repeal any resolution of the Governing Committee that by its express terms is not so amendable or repealable.
- f) Appoint any other committees of the Governing Committee or their members.

- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation/Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to Law.

Unless otherwise authorized by the Governing Committee, no committee shall bind the Corporation/Organization in a contract or agreement or expend Corporation/Organization funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 - Committees of these Bylaws, concerning meetings and actions of the directors with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Governing Committee and its members, except that the time for regular meetings of committees may be determined either by resolution of the Governing Committee or by resolution of the committee. Special meetings of committees may also be called by resolution of the Governing Committee. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept for each meeting of any committee and shall be filed with the Corporation/Organization records. The Governing Committee may adopt rules not consistent with the provisions of these Bylaws for the governance of any committee. If a director relies on information prepared by a committee of the Governing Committee on which the director does not serve, the committee must be composed exclusively of any or any combination of

- (a) directors,
- (b) directors or employees of the Corporation/Organization whom the director believes to be reliable and competent in the matters presented, or
- (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

Finance Committee

The Finance Committee, if created, shall be responsible for making sure the Company/Organization's financial reports are accurate. It shall also oversee the budget and perform other duties like establishing reserve funds, lines of credit and investments. In the event that the Governing Committee should create a Finance Committee, the members of said Finance Committee must comprise less than one-half (1/2) of the membership of the Audit Committee, and the Chair of the Finance Committee shall not serve on the Audit Committee.

ARTICLE 8 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Governing Committee on which the director may serve, in such a manner as the director deems to be in the best interest of the Corporation/Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the Corporation/Organization whom the director deems to be reliable and competent in the matters presented.
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A committee of the Governing Committee upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence, so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation/Organization, or assets held by it, are dedicated.

Loans

The Corporation/Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the West Virginia Attorney General; provided, however, that the Corporation/Organization may advance money to a director or officer of the Corporation/Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest

The purpose of the Conflict-of-Interest policy is to protect the Corporation/Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

Not more than 50% (percent) of the persons serving on the Governing Committee at any time may be interested persons. An interested person is (1) any person currently being compensated by the Corporation/Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Committee meeting while the potential conflict of interest is discussed and voted upon. The remaining members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Governing Committee should establish that a proposed transaction or arrangement establishes a conflict of interest, the Governing Committee shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Governing Committee meeting, but upon completion of said request or report the individual shall be excused while the Governing Committee discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The Chair of the Governing Committee shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Governing Committee shall determine whether the Corporation/Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Governing Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation/Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Governing Committee have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Governing Committee shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Governing Committee determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Governing Committee Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Governing Committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgement of Conflict-of-Interest Policy

Each director, principal officer, and member of a committee with Governing Committee delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict-of-interest policy.
- b) Has read and understands the policy.
- c) Has agreed to comply with the policy

Violation of Loyalty - Self-Dealing Contracts

A self-dealing contract is any contract or transaction (i) between this Corporation/Organization and one or more of its Directors, or between this Corporation/Organization and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this Corporation/Organization and a corporation, firm, or association of which one or more of its directors are Directors of this Corporation/Organization. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Governing Committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Governing Committee and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said Interested Director(s);
- b) All material facts are fully disclosed to or otherwise known by the Governing Committee, and the Governing Committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote of the Interested Director(s)—and the contract is just and reasonable as to the Corporation/Organization at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation/Organization at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Governing Committee or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the Corporation/Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Corporation/Organization. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Corporation/Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation/Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9 - EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Governing Committee may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation/Organization.

Unless otherwise specifically determined by the Governing Committee or otherwise required by law, formal contracts of the Corporation/Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Corporation/Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation/Organization shall be executed, signed, and/or endorsed by the Chairperson(s) or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation/Organization, or in special accounts of the Corporation/Organization, shall be signed by such person or persons as the Governing Committee shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation/Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Governing Committee. Without the express and specific authorization of the Governing Committee, no officer or other agent of the

Corporation/Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.

ARTICLE 10 - RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Corporation/Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Other Corporate Records

The Corporation/Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Governing Committee. All such records shall be kept at a place or places as designated by the Governing Committee, or in the absence of such designation, at the principal office of the Corporation/Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation/Organization shall turn over to his or her successor or the Chairperson(s), in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation/Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation/Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Corporation/Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation/Organization shall make these financial statements available to the West Virginia Attorney General and members of the public for inspection no later than 7 days after the close of the fiscal year to which the statements relate.

Reports

The Governing Committee shall ensure an annual report is sent to all directors within 7 days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Corporation/Organization for both general and restricted purposes during the fiscal year.
- d) The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Corporation/Organization that such statements were prepared without audit from the books and records of the Corporation/Organization.

ARTICLE 11 - FISCAL YEAR The fiscal year for this Corporation/Organization shall end on June 30.

ARTICLE 12 - AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended, or repealed by a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Governing Committee for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations, therefore, is given in accordance with these Bylaws. If any provision of these Bylaws requires the vote of a larger portion of the Governing Committee than is otherwise required by law, that provision may not be altered, amended, or repealed by that greater vote.

ARTICLE 13 - CORPORATE/ORGANIZATION SEAL

The Governing Committee may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of the Corporation/Organization. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

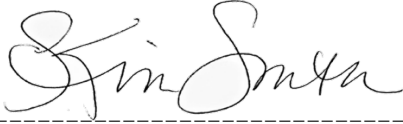
ARTICLE 14 - CONSTRUCTION AND DEFINITIONS

Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, Kimberly Smith, certify that I am the current elected and acting Secretary of the Corporation/Organization, and the above Bylaws are the bylaws of this Corporation/Organization as adopted by the Governing Committee on October 10, 2023, and that they have not been amended or modified since the date above.

EXECUTED on this 10th day of October 2023, in the County of Hancock in the State of West Virginia.



----- (Duly Elected Secretary)